

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re:	)	
	)	
RADLAX GATEWAY HOTEL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Case No. 09-30047
	)	(Jointly Administered)
	)	
	)	Hon. Bruce W. Black
	)	<b>Hearing Date: August 23, 2010</b>
	)	<b>Hearing Time 1:15 p.m.</b>

**LENDER'S AMENDED WITNESS AND EXHIBIT LIST FOR TRIAL ON  
DEBTORS' MOTION FOR AN ORDER: (A) APPROVING PROCEDURES  
FOR THE SALE OF SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS;  
(B) SCHEDULING AN AUCTION; (C) APPROVING ASSUMPTION AND  
ASSIGNMENT PROCEDURES; (D) APPROVING FORM OF NOTICE;  
AND (E) GRANTING RELATED RELIEF**

Amalgamated Bank, as Trustee of Longview Ultra Construction Loan Investment Fund, f/k/a Longview Ultra I Construction Loan Investment Fund, in its capacity as administrative agent for itself and U.S. Bank National Association, in its own right and as the contractual and legal successor-in-interest with respect to certain loans formerly owned by San Diego National Bank (collectively, the "Lender"), hereby submits its amended list of witnesses and exhibits in connection with the trial on the Debtors' Motion for an Order: (A) Approving Procedures for the Sale of Substantially All of the Debtors' Assets; (B) Scheduling an Auction; (C) Approving Assumption and Assignment Procedures; (D) Approving Form of Notice; and (E) Granting Related Relief, which trial is scheduled to begin on August 23, 2010, to reflect a correction in the title of the exhibit list that was formerly styled "Debtors' Exhibit List" and now reads "Lender's Exhibit List," and to incorporate the sentence "The Lender reserves the right to amend or supplement exhibits including, but not limited to, for rebuttal purposes." These are the

only changes made to the document.

**LENDER'S WITNESS LIST**

The Lender may call the following fact witnesses:

<b>Witness</b>	<b>Objection/Grounds (to be determined)</b>
<u>Gregory Fierce</u> . Mr. Fierce is an Amalgamated Bank employee and representative.	
<u>Robert Corrigan</u> . Mr. Corrigan is an Amalgamated Bank employee and representative.	

**LENDER'S EXHIBIT LIST<sup>1</sup>**

<b>Exhibit No.</b>	<b>Description</b>	<b>Objection/Grounds (to be determined)</b>
Lender's Ex. 1	Construction Loan Agreement dated November __, 2007 among Amalgamated Bank as Agent and RadLax Gateway Deck, LLC and RadLax Gateway Hotel as Borrowers.	
Lender's Ex. 2	Change Order dated April 1, 2008 to Bomel Construction Company	
Lender's Ex. 3	Change Order dated May 6, 2008 to Bomel Construction Company	
Lender's Ex. 4	E-mail from John De Spirito to Roger Staiger dated August 7, 2008	
Lender's Ex. 5	Change Order dated October 2, 2008 from Crane Construction Company	
Lender's Ex. 6	Letter dated January 19, 2008, from the Harp Group addressed to Ms. Debbie Nisson, Sr. Vice President, Amalgamated Bank.	
Lender's Ex. 7	E-mail dated January 30, 2009, from Adam Landenwitch to Eric Nolin	
Lender's Ex. 8	Letter dated February 9, 2009, from Timothy Franzen to Adam Landenwitch re: Radisson LAX	
Lender's Ex. 9	E-mail dated February 12, 2009, from Adam Landenwitch to Eric Nolin, Tim Franzen, and Peter Dumon	
Lender's Ex. 10	Minutes of the Meeting of the Investment Committee Longview Ultra Construction Loan Investment Fund Amalgamated Bank, Trustee dated February 19, 2009.	

<sup>1</sup> Lender also incorporates by reference all pleadings filed and orders entered in this case.

<b>Exhibit No.</b>	<b>Description</b>	<b>Objection/Grounds (to be determined)</b>
Lender's Ex. 11	E-mail dated February 19, 2009 from Eric Nolin to Adam Landenwitch	
Lender's Ex. 12	E-mail dated February 24, 2009, from Peter Dumon to Matthew Nader, Tim Franzen, and Eric Nolin	
Lender's Ex. 13	E-mail dated March 3, 2009 from Tim Franzen to Debbie Nisson, et al., re: Parking Structure Contractual Overruns	
Lender's Ex. 14	Memorandum from Debbie Nisson, Senior Vice President, to Ultra Investment Committee dated March 6, 2009, Re: RadLax Gateway Deck Loan Modification.	
Lender's Ex. 15	E-mail dated March 10, 2009 from Debbie Nisson to Gregory Fierce	
Lender's Ex. 16	E-mail from Debbie Nisson addressed to Peter Dumon dated March 16, 2009	
Lender's Ex. 17	Letter dated April 2, 2009 from the Harp Group addressed to Mr. Gregory Fierce, Executive Vice President, Amalgamated Bank.	
Lender's Ex. 18	Letter dated April 6, 2006, from Timothy Franzen to Gregory Fierce, Executive Vice President, Amalgamated Bank re: Intercontinental/Radisson LAX Hotel and Parking Deck	
Lender's Ex. 19	E-mail dated April 8, 2009, from Brad Burgner to Debbie Nisson and Eric Nolin	
Lender's Ex. 20	Letter dated April 14, 2009, from Peter Dumon to Gregory Fierce, Executive Vice President, Amalgamated Bank re: Radisson LAX Hotel and Parking Deck	
Lender's Ex. 21	Loan Modification Memorandum from Gregory Fierce, Chairman LongView Construction Loan Investment Fund Investment Committee, to Noel Beasley, Trust Committee of the Board of Directors of Amalgamated Bank, dated April 23, 2009, RE: RadLax Gateway Deck.	
Lender's Ex. 22	E-mail dated April 29, 2009, from Timothy Franzen to Gregory Fierce	
Lender's Ex. 23	Letter Agreement dated May 19, 2009 among the Amalgamated Bank, RadLax Gateway Deck, LLC and RadLax Gateway Hotel Gateway Deck.	
Lender's Ex. 24	E-mail dated June 1, 2009 from Robert Corrigan to Peter Dumon and Timothy Franzen	

<b>Exhibit No.</b>	<b>Description</b>	<b>Objection/Grounds (to be determined)</b>
Lender's Ex. 25	Draft Term Sheet dated June 1, 2009	
Lender's Ex. 26	Proposed Mezzanine Loan Indicative Terms and Conditions dated June 1, 2009	
Lender's Ex. 27	E-mail from Gregory Fierce to Peter Dumon and Robert Corrigan dated June 4, 2009	
Lender's Ex. 28	Minutes of the Meeting of the Investment Committee Longview Ultra Construction Loan Investment Fund Amalgamated Bank, Trustee dated June 18, 2009	
Lender's Ex. 29	E-mail from Robert Corrigan to Karen Pighi dated June 29, 2009.	
Lender's Ex. 30	Place Loan on Non-Accrual & Advisory of Default Memorandum from Gregory Fierce, Chairman, Long View ULTRA Construction Loan Investment Fund Investment Committee to Noel Beasley, Trust Committee of the Board of Directors of Amalgamated Bank, dated June 29, 2009 (updated July 20, 2009).	
Lender's Ex. 31	Unsigned Letter dated July __, 2009 addressed to RadLax Gateway Hotel, LLC and RadLax Gateway Deck, LLC c/o the Harp Group to the Attn: of Mr. Peter G. Dumon from Amalgamated Bank, as agent	
Lender's Ex. 32	Advisory of Default Memorandum from Gregory Fierce, Chairman, Long View ULTRA Construction Loan Investment Fund Investment Committee to Noel Beasley, Trust Committee of the Board of Directors of Amalgamated Bank, dated July 20, 2009. Re: Harp Acquisition, LLC (RadLax and River Road Hotel Pads)	
Lender's Ex. 33	Letter dated July 29, 2009 from Amalgamated Bank as agent addressed to RadLax Gateway Hotel, LLC and RadLax Gateway Deck, LLC to the attention of Timothy Franzen and RadLax Gateway Project Management, LLC, RadLax Gateway Bossy Holdings, LLC and RadLax Gateway Dumon Holdings, LLC to the attention of Mr. Timothy Franzen, titled "Notice of Event of Default."	
Lender's Ex. 34	RadLAX Gateway Hotel, LLC Voluntary Chapter 11 Petition dated August 17, 2009	

<b>Exhibit No.</b>	<b>Description</b>	<b>Objection/Grounds (to be determined)</b>
Lender's Ex. 35	Exhibit 4.15B to Purchase and Assumption Agreement: Commercial and Other Assets Shared-Loss Agreement, dated October 19, 2009	
Lender's Ex. 36	Proof of Claim No. 13-1, filed February 14, 2010	
Lender's Ex. 37	Proof of Claim No. 99, filed February 14, 2010	
Lender's Ex. 38	Supplement to Debtors' Bid Procedures Motion attaching Hotel Asset Purchase and Sale Agreement, filed on June 22, 2010	
Lender's Ex. 39	Harp Group Team Bios, dated August 11, 2010	
Lender's Ex. 40	Conditions Precedent to Purchaser Obligations under Parking Deck Purchase Contract [undated]	

The Lender reserves the right to amend or supplement exhibits including, but not limited to, for rebuttal purposes.

Dated: August 21, 2010

Respectfully submitted,

Chicago, Illinois

AMALGAMATED BANK, as Trustee of Longview  
Ultra Construction Loan Investment Fund, f/k/a  
Longview Ultra I Construction Loan Investment  
Fund, in its capacity as administrative agent for  
itself and U.S. Bank National Association, in its  
own right and as the contractual and legal  
successor-in-interest with respect to certain loans  
formerly owned by San Diego National Bank

By: /s/ Mary E. Olson  
One of its Attorneys

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